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9/18/06 9:28:55
BK 2,565 PG 367
DESOTO COUNTY, MS
W.E. DAVIS, CH CLERK**SUBSTITUTION OF TRUSTEE**

WHEREAS, on February 4, 2005, Maxwell S. Richardson, and wife Kay F. Richardson, executed a certain deed of trust to Jim B. Tohill, Trustee for the benefit of Ameriquest Mortgage Company, which deed of trust is of record in the office of the Chancery Clerk of DeSoto County, State of Mississippi in Book 2,160 at Page 741, and recorded in the aforesaid Chancery Clerk's Office and being secured by real property being more particularly described as follows:

Lot 166, Brentwood Farms, Subdivision, Phase 3 situated in Section 29, Township 1 South, range 7 West, Desoto County, Mississippi Plat Book 55, Page 22-23, in the Register's Office for Desoto County, Mississippi which plat reference is hereby made for a more particular description of said property.

Being the same property conveyed to Maxwell S. Richardson and wife, Kay F. Richardson by deed from Maxwell S. Richardson and wife, Kay F. Richardson filed for record in Book 446, Page 155, Register's Office for Desoto County Mississippi, dated 6-11-03.

WHEREAS, the undersigned is the present holder and beneficiary of the deed of trust referenced above; and

WHEREAS, Deutsche Bank National Trust Company, as Trustee of Ameriquest Mortgage Securities, Inc. Asset Backed Pass Through Certificates, Series 2005-R3 under the Pooling and Servicing Agreement dated as of April 1, 2005, Without Recourse, pursuant to the provisions of the aforesaid Deed of Trust and for reasons satisfactory to itself, has elected to substitute J. Gary Massey as Trustee in and for the above described deed of trust and the indebtedness secured thereby; and

NOW THEREFORE, Deutsche Bank National Trust Company, as Trustee of Ameriquest Mortgage Securities, Inc. Asset Backed Pass Through Certificates, Series 2005-R3 under the Pooling and Servicing Agreement dated as of April 1, 2005, Without Recourse, the present owner and holder of the above described deed of trust, acting by and through its duly authorized officers, does hereby substitute and appoint J. Gary Massey as Trustee in the place and stead of the current trustee and does hereby confer upon the said J. Gary Massey full and complete power to execute said trust as Trustee as provided by the terms of the aforesaid deed of trust.

Should the undersigned become the last and highest bidder at the foreclosure sale, the Substitute Trustee is hereby authorized to transfer and assign said bid and to convey title to said foreclosed property to the Secretary of Housing and Urban Development or the Secretary of Veterans Affairs, or whomsoever the undersigned shall authorize. The statement in the Substitute Trustee's deed that the undersigned has requested transfer of its bid to grantee(s) in the Substitute Trustee's Deed shall be binding on the undersigned and conclusive evidence in favor of the assignee or other parties thereby, and that the Substitute Trustee is duly authorized and empowered to execute same.

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WITNESS THE EXECUTION HEREOF by the aforesaid corporation acting by and through its duly authorized officers, this the SEP 11 2006 day of SEP 11 2006, 2006.

Deutsche Bank National Trust Company, as
Trustee of Ameriquest Mortgage Securities,
Inc. Asset Backed Pass Through Certificates,
Series 2005-R3 under the Pooling and
Servicing Agreement dated as of April 1,
2005, Without Recourse

By: [Signature]
Title: Assistant Vice President.

STATE OF CALIFORNIA
COUNTY OF ORANGE

PERSONALLY came and appeared before me, the undersigned authority in and for the aforesaid jurisdiction, the within named Mark J. Kelly, personally known to me to be the Assistant Vice President of the within named Deutsche Bank National Trust Company, as Trustee of Ameriquest Mortgage Securities, Inc. Asset Backed Pass Through Certificates, Series 2005-R3 under the Pooling and Servicing Agreement dated as of April 1, 2005, Without Recourse, who acknowledged that (s)he signed and delivered the above and foregoing instrument of writing on the day and for the purposes therein mentioned for and on behalf of said corporation and as its own act and deed, (s)he having been first duly authorized so to do.

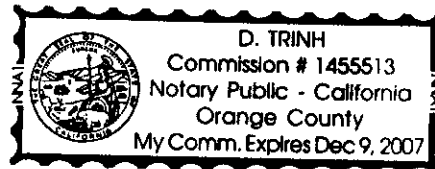
WITNESS MY SIGNATURE AND OFFICIAL SEAL OF OFFICE this the SEP 11 2006 day of SEP 11 2006, 2006.

[Signature]
Notary Public D. TRINH

My commission expires:

DEC 09 2007

Prepared by:
J. Gary Massey, Substitute Trustee
Shapiro & Massey, L.L.P.
1910 Lakeland Drive, Suite B
Jackson, MS 39216
(601) 981-9299
S&M# 06-1190



Index: Lot 166, Brentwood Farms, Sub., Phase 3, Sec. 29, T1S, R7W, DeSoto Co., MS